

RECORDATION NO. 12014-F FILED

APR 10 '98

10-25 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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20006-2973

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URBAN A. LESTER

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April 10, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Statement of New Reporting Marks, dated as of April 9, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 12014.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the railroad equipment and documents covered by the enclosed statement is set forth on the schedules attached thereto.

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 10 10 25 AM '98

Counterparts - [Signature]

Vernon A. Williams
April 10, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return four (4) stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord and Alvord

918 Sixteenth Street, NW., Ste. 200

Washington, DC., 20006-2973

DATE: 4/10/98

Dear Sir:

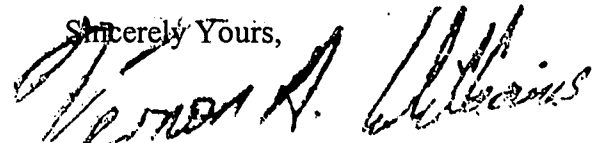
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 4/10/98

at 10:25 AM

20321-A
assigned recordation numbers (s). ~~8321~~, 5403-D, 5510-I, 5565-G, 5685-H, 5760-H, 8397-C, 9299-D, 9751-A, 12014-F, 14479-B, 14635-C, 16732-A, 16733-A, 16734-A, 16911-D, 17359-C, 17490-E, 17509-A, 17669-A, 17670-A, 17943-E, 18414-G, 19113-B, 19325-A, 19326-A, 19489-B, 19871-I, 20204-A, 20403-Q, 20930-A, 20940-A, 20959-A, and 21194-A.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

884.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.



APR 10 '98

10-25 AM

STATEMENT OF NEW REPORTING MARKS dated as
of April 9, 1998, by CONSOLIDATED RAIL CORPORATION, a
Pennsylvania corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment have been assigned and granted as security by the Lessor, pursuant to that certain agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment from "CR" to "NYC", both of which marks are assigned to Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Lessor and the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McHadden

SCHEDULE A

Item 1, Lease:

dated as of June 15, 1980

Item 2, Lessor:

**State Street Bank and Trust Company, 750 Main Street, Suite 1114,
Hartford, CT 06103, as successor to Connecticut Bank and Trust
Company, One Constitution Plaza, Hartford, CT 06115, acting not in its
individual capacity but solely as trustee for General Electric Credit
Corporation under that certain Trust Agreement dated as of June 15, 1980**

Item 3, date of recordation of lease:

July 17, 1980

Item 4, recordation number of lease:

12014

Item 5, Security Agreements:

dated as of June 15, 1980

Item 6, Secured Party:

**The Bank of New York, 101 Barclay Street, New York, NY 10036, as
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins
Plaza, P. O. Box 2258, Baltimore, MD 21203**

Item 7, date of recordation of Security Agreements:

July 17, 1980

Item 8, recordation number of Security Agreements:

12014

Schedule B

Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers	Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers
CR 581701	NYC 581701	CR 581819	NYC 581819
CR 581702	NYC 581702	CR 581821	NYC 581821
CR 581703	NYC 581703	CR 581827	NYC 581827
CR 581704	NYC 581704	CR 581829	NYC 581829
CR 581706	NYC 581706	CR 581833	NYC 581833
CR 581711	NYC 581711	CR 581836	NYC 581836
CR 581712	NYC 581712	CR 581837	NYC 581837
CR 581714	NYC 581714	CR 581839	NYC 581839
CR 581717	NYC 581717	CR 581840	NYC 581840
CR 581718	NYC 581718	CR 581843	NYC 581843
CR 581719	NYC 581719	CR 581847	NYC 581847
CR 581720	NYC 581720	CR 581848	NYC 581848
CR 581721	NYC 581721	CR 581853	NYC 581853
CR 581723	NYC 581723	CR 581857	NYC 581857
CR 581724	NYC 581724	CR 581858	NYC 581858
CR 581727	NYC 581727	CR 581859	NYC 581859
CR 581728	NYC 581728	CR 581863	NYC 581863
CR 581730	NYC 581730	CR 581865	NYC 581865
CR 581734	NYC 581734	CR 581867	NYC 581867
CR 581735	NYC 581735	CR 581868	NYC 581868
CR 581738	NYC 581738	CR 581869	NYC 581869
CR 581740	NYC 581740	CR 581875	NYC 581875
CR 581742	NYC 581742	CR 581876	NYC 581876
CR 581743	NYC 581743	CR 581877	NYC 581877
CR 581744	NYC 581744	CR 581878	NYC 581878
CR 581747	NYC 581747	CR 581879	NYC 581879
CR 581748	NYC 581748	CR 581880	NYC 581880
CR 581749	NYC 581749	CR 581883	NYC 581883
CR 581753	NYC 581753	CR 581886	NYC 581886
CR 581756	NYC 581756	CR 581887	NYC 581887
CR 581758	NYC 581758	CR 581888	NYC 581888
CR 581760	NYC 581760	CR 581896	NYC 581896
CR 581762	NYC 581762	CR 581899	NYC 581899
CR 581763	NYC 581763	CR 581901	NYC 581901
CR 581766	NYC 581766	CR 581904	NYC 581904
CR 581772	NYC 581772	CR 581906	NYC 581906
CR 581774	NYC 581774	CR 581907	NYC 581907
CR 581776	NYC 581776	CR 581908	NYC 581908
CR 581780	NYC 581780	CR 581912	NYC 581912
CR 581781	NYC 581781	CR 581919	NYC 581919
CR 581783	NYC 581783	CR 581920	NYC 581920
CR 581786	NYC 581786	CR 581921	NYC 581921
CR 581787	NYC 581787	CR 581927	NYC 581927
CR 581792	NYC 581792	CR 581929	NYC 581929
CR 581797	NYC 581797	CR 581934	NYC 581934
CR 581805	NYC 581805	CR 581936	NYC 581936
CR 581810	NYC 581810	CR 581939	NYC 581939
CR 581811	NYC 581811	CR 581941	NYC 581941
CR 581812	NYC 581812	CR 581943	NYC 581943
CR 581814	NYC 581814	CR 581944	NYC 581944

Schedule B

Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers	Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers
CR 581945	NYC 581945	CR 582068	NYC 582068
CR 581947	NYC 581947	CR 582070	NYC 582070
CR 581955	NYC 581955	CR 582073	NYC 582073
CR 581956	NYC 581956	CR 582074	NYC 582074
CR 581957	NYC 581957	CR 582077	NYC 582077
CR 581959	NYC 581959	CR 582082	NYC 582082
CR 581960	NYC 581960	CR 582087	NYC 582087
CR 581961	NYC 581961	CR 582088	NYC 582088
CR 581963	NYC 581963	CR 582093	NYC 582093
CR 581965	NYC 581965	CR 582096	NYC 582096
CR 581967	NYC 581967	CR 582099	NYC 582099
CR 581969	NYC 581969	CR 582101	NYC 582101
CR 581973	NYC 581973	CR 582102	NYC 582102
CR 581979	NYC 581979	CR 582106	NYC 582106
CR 581980	NYC 581980	CR 582107	NYC 582107
CR 581983	NYC 581983	CR 582109	NYC 582109
CR 581988	NYC 581988	CR 582110	NYC 582110
CR 581989	NYC 581989	CR 582111	NYC 582111
CR 581990	NYC 581990	CR 582112	NYC 582112
CR 581991	NYC 581991	CR 582117	NYC 582117
CR 581994	NYC 581994	CR 582118	NYC 582118
CR 581997	NYC 581997	CR 582119	NYC 582119
CR 582000	NYC 582000	CR 582123	NYC 582123
CR 582001	NYC 582001	CR 582126	NYC 582126
CR 582007	NYC 582007	CR 582129	NYC 582129
CR 582008	NYC 582008	CR 582133	NYC 582133
CR 582011	NYC 582011	CR 582138	NYC 582138
CR 582015	NYC 582015	CR 582139	NYC 582139
CR 582022	NYC 582022	CR 582140	NYC 582140
CR 582023	NYC 582023	CR 582141	NYC 582141
CR 582024	NYC 582024	CR 582143	NYC 582143
CR 582025	NYC 582025	CR 582145	NYC 582145
CR 582027	NYC 582027	CR 582146	NYC 582146
CR 582029	NYC 582029	CR 582147	NYC 582147
CR 582030	NYC 582030	CR 582148	NYC 582148
CR 582031	NYC 582031	CR 582152	NYC 582152
CR 582033	NYC 582033	CR 582153	NYC 582153
CR 582042	NYC 582042	CR 582158	NYC 582158
CR 582043	NYC 582043	CR 582159	NYC 582159
CR 582045	NYC 582045	CR 582160	NYC 582160
CR 582048	NYC 582048	CR 582161	NYC 582161
CR 582049	NYC 582049	CR 582162	NYC 582162
CR 582051	NYC 582051	CR 582165	NYC 582165
CR 582054	NYC 582054	CR 582166	NYC 582166
CR 582055	NYC 582055	CR 582169	NYC 582169
CR 582057	NYC 582057	CR 582180	NYC 582180
CR 582059	NYC 582059	CR 582181	NYC 582181
CR 582062	NYC 582062	CR 582182	NYC 582182
CR 582064	NYC 582064	CR 582184	NYC 582184
CR 582066	NYC 582066	CR 582185	NYC 582185

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 582186
CR 582195
CR 582198
CR 582199
CR 582200
CR 582201
CR 582202
CR 582203
CR 582205
CR 582208
CR 582209
CR 582210
CR 582211
CR 582214
CR 582215
CR 582216
CR 582218

NYC 582186
NYC 582195
NYC 582198
NYC 582199
NYC 582200
NYC 582201
NYC 582202
NYC 582203
NYC 582205
NYC 582208
NYC 582209
NYC 582210
NYC 582211
NYC 582214
NYC 582215
NYC 582216
NYC 582218

CR 582220
CR 582230
CR 582231
CR 582233
CR 582239
CR 582241
CR 582242
CR 582244
CR 582245
CR 582247
CR 582250
CR 582254
CR 582255
CR 582256
CR 582260
CR 582262

NYC 582220
NYC 582230
NYC 582231
NYC 582233
NYC 582239
NYC 582241
NYC 582242
NYC 582244
NYC 582245
NYC 582247
NYC 582250
NYC 582254
NYC 582255
NYC 582256
NYC 582260
NYC 582262

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA)

SS.:

On this ¹²7 day of April 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth C. Gallagher
Notary Public

My commission expires:

